

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

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RECORDATION NO. 21869

DEC 14 '98

11-20AM

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DEC 14 '98

11-20AM

FILED  
OF COUNSEL  
URBAN A. LESTER

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

December 14, 1998

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Re: San Joaquin Regional Rail Commission (SJRRRC 1998-USB)

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Head Lease Agreement (SJRRRC 1998-USB), dated December 14, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents and two (2) copies of each of the following secondary documents related thereto: namely, Memoranda of Head Lease Supplement Lot 1 (SJRRRC 1998-USB), Head Lease Supplement Lot 2 (SJRRRC 1998-USB), Sublease Agreement (SJRRRC 1998-USB), Sublease Supplement Lot 1 (SJRRRC 1998-USB), Sublease Supplement Lot 2 (SJRRRC 1998-USB), Equipment Pledge Agreement Lot 1 (SJRRRC 1998-USB), Equipment Pledge Agreement Lot 2 (SJRRRC 1998-USB), and Loan and Security Agreement (SJRRRC 1998-USB) all of which are dated December 14, 1998.

The names and addresses to the parties of the enclosed documents are:

Head Lease Agreement  
Head Lease Supplement Lot 1  
and Head Lease Supplement Lot 2

Head Lessor: San Joaquin Regional Rail Commission  
5000 South Airport Way, Room 201  
Stockton, California 95206

Head Lessee: State Street Bank and Trust Company of California, N.A.  
Library Tower  
633 W. Fifth Street, 12<sup>th</sup> Floor  
Los Angeles, California 90071

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Sublease Agreement  
Sublease Supplement Lot 1  
and Sublease Supplement Lot 2

Sublessor: State Street Bank and Trust Company of California, N.A.  
Library Tower  
633 W. Fifth Street, 12<sup>th</sup> Floor  
Los Angeles, California 90071

Sublessee: San Joaquin Regional Rail Commission  
5000 South Airport Way, Room 201  
Stockton, California 95206

Equipment Pledge Agreement Lot 1  
and Equipment Pledge Agreement Lot 2

Pledgor: San Joaquin Regional Rail Commission  
5000 South Airport Way, Room 201  
Stockton, California 95206

Pledgee: State Street Bank and Trust Company of California, N.A.  
Library Tower  
633 W. Fifth Street, 12<sup>th</sup> Floor  
Los Angeles, California 90071

Loan and Security Agreement

Borrower: State Street Bank and Trust Company of California, N.A.  
Library Tower  
633 W. Fifth Street, 12<sup>th</sup> Floor  
Los Angeles, California 90071

Lender: AIG-FP Funding (Cayman) Limited  
c/o Maples & Calder  
PO Box 309  
Ugland House, South Church Street  
Grand Cayman, Cayman Islands  
British West Indies

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A description of the railroad equipment covered by the enclosed documents is attached hereto.

Also enclosed is a check in the amount of \$234.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of each of the enclosed documents to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'R. Alvord', written over a horizontal line.

Robert W. Alvord

RWA/bg  
Enclosures

**SCHEDULE A      LOT 1**

**DESCRIPTION OF EQUIPMENT**

<u>Description</u>	<u>SJRC Equipment Numbers</u>
Three (3) Boise	SJRC 3101
Locomotive F40PH-3C	SJRC 3102
Locomotives	SJRC 3103

**SCHEDULE A      LOT 2**

**DESCRIPTION OF EQUIPMENT**

<u>Description</u>	<u>SJRC Equipment Numbers</u>
Four (4) Bombardier	SJRC 3201
Imperial Bi-Level	SJRC 3202
Commuter Trailer Cars	SJRC 3203
	SJRC 3204
Four (4) Bombardier	SJRC 3301
Imperial Bi-Level	SJRC 3302
Commuter Cab Cars	SJRC 3303
	SJRC 3304

DEC 14 '98

11-20AM

**MEMORANDUM OF SUBLEASE AGREEMENT (SJRRRC 1998-USB)**

Memorandum of Sublease Agreement (SJRRRC 1998-USB), made and entered into on December 14, 1998 by and between State Street Bank and Trust Company of California, National Association, as Trustee ("Sublessor") and San Joaquin Regional Rail Commission ("Sublessee").


**WITNESSETH:**

The undersigned have entered into that certain Sublease Agreement (SJRRRC 1998-USB), dated as of December 14, 1998, whereby the Sublessor has agreed to sublease to the Sublessee and the Sublessee has agreed to sublease from the Sublessor certain railroad equipment bearing car numbers as listed on Schedule A attached hereto, subject to the term defined in said Sublease Agreement (SJRRRC 1998-USB).

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

STATE STREET BANK AND TRUST COMPANY  
OF CALIFORNIA, National Association, not in its  
individual capacity except as otherwise expressly set  
forth therein, but solely as Trustee

By:   
Name: Jeanie Mar  
Title: Assistant Vice President

SAN JOAQUIN REGIONAL RAIL  
COMMISSION

By: \_\_\_\_\_  
Name:  
Title:

# CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Los Angeles

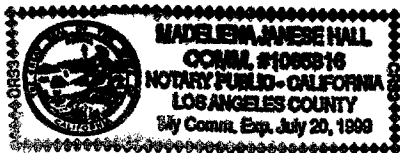
} ss.

On December 9, 1998, before me, Madelena Janese Hall,  
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Jeanie Mar, Assistant Vice President,  
Name(s) of Signer(s)

- ☒ personally known to me  
☐ proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Commission Expires: July 20, 1999  
Place Notary Seal Above

Madelena Janese Hall  
Signature of Notary Public

## OPTIONAL

*Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.*

### Description of Attached Document

Title or Type of Document: \_\_\_\_\_

Document Date: \_\_\_\_\_ Number of Pages: \_\_\_\_\_

Signer(s) Other Than Named Above: \_\_\_\_\_

### Capacity(ies) Claimed by Signer

Signer's Name: \_\_\_\_\_

- ☐ Individual  
☐ Corporate Officer — Title(s): \_\_\_\_\_  
☐ Partner — ☐ Limited ☐ General  
☐ Attorney in Fact  
☐ Trustee  
☐ Guardian or Conservator  
☐ Other: \_\_\_\_\_

RIGHT THUMBPRINT  
OF SIGNER  
Top of thumb here

Signer Is Representing: State Street Bank and Trust Company of  
California, N.A.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed as of the date and year first above written.

STATE STREET BANK AND TRUST COMPANY  
OF CALIFORNIA, National Association, not in its  
individual capacity except as otherwise expressly set  
forth therein, but solely as Trustee

By: \_\_\_\_\_  
Name:  
Title:

SAN JOAQUIN REGIONAL RAIL  
COMMISSION

By: Staley Mortensen  
Name: STALEY MORTENSEN  
Title: EXECUTIVE DIRECTOR



STATE OF CALIFORNIA §

COUNTY OF \_\_\_\_\_ §

BEFORE ME, the undersigned notary public, on this day personally appeared \_\_\_\_\_ of State Street Bank and Trust Company of California, National Association, not in its individual capacity except as otherwise expressly set forth therein, but solely as Trustee, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of State Street Bank and Trust Company of California, National Association, not in its individual capacity except as otherwise expressly set forth therein, but solely as Trustee.

GIVEN under my hand and seal of office this \_\_\_\_\_ day of December, 1998.

(SEAL)

\_\_\_\_\_  
Notary Public

STATE OF CALIFORNIA §

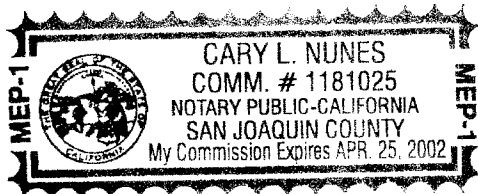
COUNTY OF SAN JOAQUIN §

BEFORE ME, the undersigned notary public, on this day personally appeared Stacey Mortensen of San Joaquin Regional Rail Commission, known to me (or proved to me by presentation of such individual's driver's license) to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed as the act and deed of San Joaquin Regional Rail Commission.

GIVEN under my hand and seal of office this 9th day of December, 1998.

(SEAL)

Cary L. Nunes  
Notary Public



## **SCHEDULE A**

### **DESCRIPTION OF EQUIPMENT**

<u>Description</u>	<u>SJRC Equipment Numbers</u>
Three (3) Boise Locomotive F40PH-3C Locomotives	SJRC 3101 SJRC 3102 SJRC 3103
Four (4) Bombardier Imperial Bi-Level Commuter Trailer Cars	SJRC 3201 SJRC 3202 SJRC 3203 SJRC 3204
Four (4) Bombardier Imperial Bi-Level Commuter Cab Cars	SJRC 3301 SJRC 3302 SJRC 3303 SJRC 3304